

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO

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In re:

PROMESA  
Title III

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO,  
et al.,

(Jointly Administered)

Debtors.<sup>1</sup>

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ORDER ALLOWING SECOND INTERIM AND CONSOLIDATED  
SEMIANNUAL APPLICATION OF THE FEE EXAMINER AND GODFREY & KAHN, S.C.

This matter coming before the Court on the *Second Interim and Consolidated Semiannual Application of the Fee Examiner and Godfrey & Kahn, S.C., Counsel to the Fee Examiner, for Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the Period From April 1, 2018 Through September 30, 2018* [Dkt. No. 4203] (the “**Application**”), pursuant to section 316 of the *Puerto Rico Oversight, Management and Economic Stability Act* (“PROMESA”), 48 U.S.C. §§ 2101-2241, and Rule 2016 of the Federal Rules of Bankruptcy

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<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Procedure, for the interim allowance of certain fees and expenses, including all holdbacks, incurred by the applicants for the specific period of time set forth in the Application (the “**Compensation Period**”), filed in accordance with the Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Dkt. No. 3269] (the “**Interim Compensation Order**”), the Seventh Amended Notice, Case Management and Procedures Order [Dkt. No. 4086] (the “**Case Management Procedures**”), the First Amended Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief [Dkt. No. 3324] (the “**Fee Examiner Order**”), and the Order Authorizing the Employment of Godfrey & Kahn, S.C. as Counsel to the Fee Examiner [Dkt. No. 1993], and the Court having reviewed the Application; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to PROMESA section 306(a); and (b) notice of the Application and the hearing thereon was adequate under the circumstances; and (c) all parties with notice of the Application have been afforded the opportunity to be heard on the Application, and no objections having been filed; now therefore

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED on an interim basis.
2. The applicants are allowed (a) \$992,443.00 in interim compensation for services rendered during the Compensation Period and (b) \$15,639.15 in interim reimbursement for actual and necessary expenses incurred during the Compensation Period, including any and all holdbacks.
3. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are hereby authorized and directed to pay the applicants—within 15 days of the entry

of this order—100 percent of the fees for services rendered and 100 percent of the expenses incurred during the Compensation Period.

4. This Order resolves Docket Entry Nos. 4203 and 4404 in Case No. 17-3283.

Dated: December 6, 2018

/s/ Laura Taylor Swain  
LAURA TAYLOR SWAIN  
United States District Judge